

EXHIBIT B

Redacted Pursuant to Court Order

1 IN THE UNITED STATES DISTRICT COURT

2 SOUTHERN DISTRICT OF NEW YORK

3
4 SPENCER MEYER, individually
and on behalf of those
5 similarly situated,

6 Plaintiffs,

7 vs.

No. 1:15 Civ. 9796 (JSR)

8 TRAVIS KALANICK,

9 Defendant.
_____ /

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11

12 CONFIDENTIAL PURSUANT TO THE PROTECTIVE ORDER

13

DEPOSITION OF JOSEPH SULLIVAN

14

SAN FRANCISCO, CALIFORNIA

15

THURSDAY, JUNE 23, 2016

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22 BY: ANDREA M. IGNACIO, CSR, RPR, CRR, CCRR, CLR

23 CSR LICENSE NO. 9830

24 JOB NO. 504146

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4 SPENCER MEYER, individually
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No. 1:15 Civ. 9796 (JSR)

8 TRAVIS KALANICK,

9 Defendant.

10

11

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13 Deposition of Joseph Sullivan, taken on

14 behalf of the Plaintiff, at Gibson, Dunn &

15 Crutcher, LLP, 555 Mission Street, 30th Floor,

16 San Francisco, California, Pursuant to Notice,

17 before me, ANDREA M. IGNACIO, CSR, RPR, CRR, CCRR,

18 CLR ~ CSR License No. 9830.

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1 A P P E A R A N C E S:

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4 ON BEHALF OF THE PLAINTIFF:

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MCKOOL SMITH, P.C.

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ON BEHALF OF UBER TECHNOLOGIES:

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ALSO PRESENT: Martin White, Uber

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Angela Padilla, Uber

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1 SAN FRANCISCO, CALIFORNIA

2 THURSDAY, JUNE 23, 2016

3 12:59 P.M.

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7 JOSEPH SULLIVAN,

8 having been sworn as a witness

9 by the Certified Shorthand Reporter,

10 testified as follows:

11

12 MR. HANNA: Before we get started, I wanted
13 to put a couple of matters on the record.

14 With respect to the Ergo matter, Uber
15 Technologies has asserted certain privileges and
16 positions in this litigation within the
17 attorney-client privilege and attorney work product
18 doctrine, with respect to various documents that were
19 submitted in camera to the Court.

20 The Court has ordered some of the documents
21 Uber has provided in camera to be produced to
22 Mr. Meyer and his counsel. That has been
23 accomplished. And we expect that the questioning
24 today will focus on some of those documents and the
25 subject matter relating to those documents.

At the outset, I just want to note that,
while we're proceeding with this court-ordered
deposition, Uber is not waiving or relinquishing any
of the privileges or positions that have been
previously asserted in connection with this matter.
Uber intends to preserve those privileges and
positions to the fullest extent provided by law.

8 Finally, because this deposition will address
9 matters that we contend are covered by the
10 attorney-client and attorney work product protection,
11 we are going to designate this entire transcript and
12 the documents that are attached as exhibits as
13 "Confidential Under the Protective Order."

14 MR. BRIODY: And John Briody from McKool
15 Smith for the plaintiff. We understand counsel's
16 reservation. We obviously disagree on those issues.

17 But we are ready to proceed.

18

For more information about the study, please contact Dr. Michael J. Hwang at (314) 747-2146 or via email at mhwang@dfci.harvard.edu.

21 Q Without further ado, good afternoon,
22 Mr. Sullivan. My name is John Briody from McKool
23 Smith. I represent the plaintiffs in this case.

24 Could you please state your name for the
25 record.

1 A My name is Joseph Sullivan.
2 Q And do you have a middle name, Mr. Sullivan?
3 A Edmund.
4 Q And where do you reside?
5 A Palo Alto, California.
6 Q And where -- your home address?
7 A Redacted [REDACTED]
8 Q And you're an attorney?
9 A I am.
10 Q And where are you admitted to practice law?
11 A I am licensed to practice law in California.
12 I've been admitted in some other states, but I'm not
13 active.
14 Q Okay.
15 A I should say, I'm not a practicing attorney
16 in my current capacity.
17 Q Okay. And what is your -- and who is your
18 employer?
19 A My employer is Uber.
20 Q And what is your job title at Uber?
21 A Chief security officer.
22 Q And how long have you held that position?
23 A Since April of 2015.
24 Q And before that, were you employed by Uber?
25 A No. Before April of 2015 I was employed by

1 was a federal prosecutor in Las Vegas, Nevada.

2 Q All right.

3 And was that -- did -- prior to working at
4 the Department of Justice, did you have any other
5 legal employment?

6 A I -- my first experience with the Department
7 of Justice was an honorary law grad clerkship right
8 out of law school.

9 But then after I finished the clerkship, I
10 went to a private law firm in Miami named Kaufman
11 Miller Dickstein & Grunspan. And I was an associate
12 there before going back to the Department of Justice.

13 Q Okay. Now, focusing you on your role today,
14 chief security officer, are you a practicing attorney
15 today?

16 A No.

17 Q And what role do you play at Uber as chief
18 security officer?

19 If you could just describe it broadly.

20 A Generally speaking, I'm responsible for
21 anything safety or security or risk management related
22 to safety and security or fraud abuse for the company.

23 Q And, are you familiar with the retention by
24 Uber of Ergo to conduct an investigation of the
25 plaintiff, Mr. Spencer Meyer, in connection with

1 litigation against CEO Travis Kalanick?

2 A I am now familiar with that.

3 Q You're now familiar with that?

4 A Yes.

5 Q Okay. And when did you become aware of
6 Uber's retention of Ergo to conduct an investigation
7 of the plaintiff, Spencer Meyer?

8 A I became aware that we retained Ergo when I
9 saw the report from --

10 Q Okay.

11 A -- that Ergo had prepared.

12 Q And we'll look at some documents.

13 That's about January 19th?

14 Does that sound about right?

15 A I don't remember the dates. I'd have to see
16 it.

17 Q Okay. Now, when -- are you familiar with the
18 company Ergo?

19 A I am familiar with them.

20 Q What does Ergo do?

21 A So I don't know a lot about them. I'm
22 familiar with the name and -- but I -- I don't -- I
23 haven't done a very close look at them, so --

24 Q Do you have -- oh, I didn't mean to cut you
25 off. Sorry.

1 sometimes we don't learn about it until someone files
2 a lawsuit. And so, as a result of that, sometimes we
3 do investigations related to people who are involved
4 in litigation.

5 And it's in that context that I -- I think I
6 would say "yes" to your question, because we're trying
7 to figure out what actually happened in the vehicle.
8 Is this a safe -- is this driver someone who should be
9 allowed to continue to drive? Is this passenger
10 someone who should continue to be allowed to press a
11 button and get a ride?

12 Other than that, I don't think that we have
13 at Uber.

14 Q Okay. And do you have some familiarity, as
15 we sit here today, with the investigation that Ergo
16 undertook with respect to Mr. Meyer?

17 A I read the report at the time it came in. I
18 have not gone back and looked at it since then.

19 Q Do you have an understanding of how Ergo went
20 about obtaining the information that was contained in
21 its report to you?

22 A I don't.

23 Q Have you attempted to figure that out as you
24 sit -- prior to today, as we sit here today?

25 A No.

1 get restraining orders or considered getting
2 restraining orders.

3 And in all of these situa- -- and -- and so,
4 you know, I think that we have a -- a healthy approach
5 to managing risk for our executives, because we want
6 them to be able to go about their lives. And so I --
7 you know, none of these -- none of these founders or
8 CEOs wants to have a security team around them 24/7.
9 So, what we try and do is manage risk efficiently and
10 evaluate risks, and then move on and help them move on
11 with their life.

12 So we -- I've been involved with many times
13 asking our investigations teams to do diligence on
14 people who kind of come on the scene, and it seems a
15 little bit unusual.

16 Q Can you tell me why Uber retained Ergo to
17 investigate Mr. Meyer?

18 MR. HANNA: Objection to the form of the
19 question.

20 THE WITNESS: I don't know. You'd have to
21 ask the person who retained them.

22 MR. BRIODY: Q. Well -- well, Mr. Henley --
23 I asked Mr. Henley that. And he told us that he was
24 ordered to do diligence, and that's why he retained
25 Ergo.

1 A Okay.

2 Q And so I guess my question for you is: Why
3 was Mr. Henley asked to do diligence?

4 What was the reason why Mr. Henley was tasked
5 with looking into the plaintiff, Mr. Meyer?

6 A I asked him -- because I asked him to do it.

7 Q For what purpose?

8 A I think probably for -- I -- I received a
9 request from our general counsel. I reviewed it,
10 thought it was a good idea, and -- and then passed it
11 on to Mr. Henley and asked him to do the
12 investigation.

13 Q What I'm -- you said what was a good idea?

14 You said, "I reviewed it, thought it was a
15 good idea."

16 What did you think was a good idea?

17 A Doing diligence.

18 Q Why?

19 A Because when I looked at the circumstances,
20 it seemed like the type of scenario that I was
21 describing a little while ago, where it seemed like a
22 head scratcher to me and something worthy of taking a
23 look.

24 Q Do you know if the purpose of the Ergo
25 investigation was to determine whether Mr. Meyer's

1 lawsuit posed a safety issue for Mr. Kalanick?

2 A That's what ran through my head. It was a --
3 I -- I don't remember, you know, sitting -- and all
4 the details of what went through my head at the time.

5 But, you know, the fact that I think
6 Mr. Kalanick was named personally and the company
7 wasn't, is one of those things that you would -- you
8 know, you would see in some of the -- the more unusual
9 situations I've seen in the past.

10 And the fact that it involved antitrust,
11 which I'm not an antitrust lawyer, and I -- but it
12 just -- it -- and I -- and I -- it just seemed like an
13 unusual situation for a number of different reasons.

14 And -- and that made me think we better --
15 like, we better check to make sure that this is not
16 someone who has it in for our CEO.

17 Q Was -- do you know why Ms. Yoo -- did you
18 discuss -- let me take a step back.

19 And let me give you a document. And there's
20 documents in front of you. If you could take out
21 Exhibit 47.

22 MR. HANNA: Did we get these back in order?

23 MR. BRIODY: We got them back in numerical
24 order, yes.

25 Q Do you have the document?

1 A 47. I do, yeah.

2 Q Okay. And, for the record, Exhibit 47 is a
3 document bearing Bates UBER-PRIV '1.

4 Do you recognize this document, Mr. Sullivan?

5 A I do.

6 Q What is it?

7 A It is a -- it's an e-mail thread.

8 Q And who is on the e-mail thread?

9 A Three people. The first e-mail is from Salle
10 Yoo to me, and the second e-mail is from me to Mat
11 Henley.

12 Q And what is the date of this e-mail thread?

13 A December 16th.

14 Q Okay. And so -- and who is Salle Yoo?

15 A She's Uber's general counsel.

16 Q And Mr. Henley?

17 A He's our -- Uber's head of investigations.

18 Q Now, we were discussing before, the e-mail
19 chain begins on -- with an e-mail from Ms. Yoo to
20 yourself, stating:

21 "Joe, could we find out a little more about
22 this plaintiff?"

23 Do you see that?

24 A Uh-huh.

25 Q Did you have further discussions with Ms. Yoo

1 concerning this e-mail?

2 A No.

3 Q Did you discuss with her what sort of
4 information she was looking for?

5 A No.

6 Q Did you discuss with her why she wanted to
7 find out a little bit more about the plaintiff?

8 A No.

9 Q Now, the e-mail from Ms. Yoo to you reflects
10 a forward.

11 Do you see that in the subject line?

12 A Yes.

13 Q Do you know what was -- what communications
14 she forwarded to you?

15 A I don't.

16 Q Do you have any understanding of -- well,
17 I'll withdraw that question.

18 You take Ms. Yoo's communication and forward
19 it along to Mr. Henley; correct?

20 A Yes.

21 Q And you also attach a copy of the complaint,
22 which I presume was attached to what Ms. Yoo sent you?

23 A I think so, but I can't say for certain
24 without -- I mean, yeah, it showed -- actually, I can.
25 It shows that I forwarded it to -- I forwarded it to

1 looking for you to look into Mr. Meyer?

2 MR. HANNA: Objection to the form of the
3 question; asked and answered.

4 You can -- you can answer again.

5 THE WITNESS: Yeah, I already answered that I
6 had not.

7 MR. BRIODY: Q. Did there come a time, after
8 you forwarded the e-mail to Mr. Henley, when you
9 discussed with Ms. Yoo the reasons why she suggested
10 to you to find out a little bit more about Mr. Meyer?

11 A No.

12 Q And I just want to be clear on this. I would
13 like you to tell me all of the reasons why you
14 understand the investigation of Mr. Meyer was
15 undertaken.

16 A I can't tell you why Salle Yoo made the
17 request to me. I can tell you why I thought it was a
18 good idea.

19 Q Okay.

20 A And I already did.

21 Q Okay. Now, after you sent this e-mail to
22 Mr. Henley, did you -- well, let me take a step back.

23 Did you understand, when Ms. Yoo sent this
24 e-mail to you about finding out a little bit more
25 about the plaintiff, she had discussed this lawsuit

1 A I don't know if he -- they did or not.

2 Q You haven't gotten any recordings or any of
3 the sort of work product behind this report?

4 A All I've seen is this report, and I've only
5 reviewed it one -- one time in January.

6 Q Now, was it expected when you tasked -- well,
7 let me -- let me ask you this: Did you have a
8 conversation with Mr. Henley, when you gave him his
9 assignment back on December 16 -- December 16, 2015,
10 that it should be kept confidential?

11 A What do you -- what do you mean a
12 conversation?

13 Q Did you tell him, Hey, look into this
14 plaintiff, but don't let anyone know we're doing it?

15 A I don't think I had any conversations with
16 him, other than the e-mail exchange.

17 Q Okay. Was it your understanding, based on
18 your prior work with Mr. Henley, that the
19 investigation would be kept confidential and not
20 published to everybody that it was happening?

21 A I think -- I think that would be consistent
22 with my expectation.

23 MR. HANNA: Is now a good time for a break,
24 John?

25 MR. BRIODY: Let me check. Yeah, that's

1 A In the -- in the recent -- in the recent
2 past, as this -- as this process was initiated, that's
3 how I learned that there had been complaints.

4 Q It came to your attention -- when did it come
5 to your attention that there were complaints by
6 plaintiff's counsel concerning the Ergo investigation?

7 A I don't recall the specific date, but it was
8 in the context of this process by our legal
9 department.

10 Q And I just want names.

11 Who did you communicate with on that issue in
12 your legal department?

13 A I think I was originally -- I think I
14 originally heard it from Lindsey Haswell.

15 Q Okay. Now, I want to ask you a question
16 about Ms. Haswell.

17 Was Ms. Haswell at all involved or having any
18 discussions with you in connection with the retention
19 of Ergo and the request for an investigation of
20 Mr. Meyer?

21 A No.

22 Q And when, if you can -- did you first
23 discuss -- or I'll withdraw that question.

24 Did you speak with Mr. White concerning the
25 investigation of Mr. Meyer by Ergo?

1 A I don't -- who is Mr. White?

2 Q I'm sorry.

3 MR. WHITE: It's okay.

4 MR. BRIODY: He's right here.

5 Q In any case, I'll take that as a "no."

6 And is it -- you're -- you're --

7 A Does his business card say Mr. White?

8 Q -- chief secure -- as chief security --

9 A I'm not used to referring to people by their
10 last name and Mister at Uber.

11 Q Okay. Understood.

12 A That sounded like something out of Clue.

13 Q That's Mrs. White --

14 A Yeah.

15 Q -- if I remember correctly.

16 So in your role at Uber, do you work with --
17 withdrawn.

18 Is it your understanding that Ms. Haswell
19 works in litigation at Uber?

20 A I think so.

21 Q Okay. And do you work with the litigation
22 group frequently?

23 A Not frequently.

24 Q Is it unusual for you to be working and
25 interacting with the litigation group at Uber?

1 A It's not unusual. I mean, it happens.

2 Q Now, are you aware that, when Ergo approached
3 information sources, it did not tell them the truth
4 about the reasons why it was asking for information in
5 connection with the Meyer investigation?

6 A I was not aware of that. I understand from,
7 like, the preparation for today that that's been an
8 issue that's been suggested.

9 Q Okay. Sitting here today, are you aware that
10 Ergo made false statements in connection with its
11 investigation of Mr. Meyer?

12 A I can't say whether they have or have not --
13 whether they did or did not.

14 Q Okay. And you -- to be clear on the question
15 before, you did not do anything to supervise Ergo's
16 investigation as it was unfolding; correct?

17 A That's right.

18 Q Now, if you could tell me briefly, I just
19 want to know what your role was after you became aware
20 that the plaintiff's counsel had approached
21 Mr. Kalanick's counsel with a problem about the Ergo
22 investigation of Mr. Meyer.

23 What role, if any, did you play?

24 A I don't know if -- I don't know if the
25 attorneys you described ever talked, so I don't know

1 or go to certain places. Sometimes we have to put
2 photo -- give photographs to guards in the lobbies of
3 people we -- who keep showing up. Sometimes we have
4 to clean up broken windows.

5 Sometimes we have to deal with -- you know,
6 we just have to deal with, on a daily basis, threats
7 to our employees, and not just threats, but actual
8 manifestation of those threats.

9 So, I'm always on the lookout when situations
10 arise that could be a cause for concern, and I'm
11 always careful to make sure that we do our diligence
12 in those situations.

13 MR. BRIODY: Q. And so what I'm -- I -- I
14 want to know is, if you can tell me specifically with
15 respect to this situation and -- and Mr. Meyer's suit:
16 What was it about it that made you feel like --

17 A Sure.

18 Q -- that this was a situation where you had to
19 go and look at the individual?

20 A I think I -- I answered this already earlier
21 as well. But the two things that, you know, looking
22 again at it now, stand out pretty clearly were that it
23 was a -- it was naming our CEO individually rather
24 than the company, and that it was titled as an
25 antitrust lawsuit, which I don't -- as I said earlier,

1 I don't know anything about antitrust law, but I
2 don't -- like, being a small company that has a small
3 percentage of transportation facilitation doesn't
4 strike me -- it just seemed, like, odd to me.

5 MR. HANNA: A lawsuit that didn't have merit?
6 Just kidding.

7 THE WITNESS: Well, I mean --

8 MR. BRIODY: You've gotten away with a few
9 jokes today, Mr. Hanna. That one was the least funny
10 of all of them and was most incorrect, but...

11 THE WITNESS: And with that -- like, I can't
12 speculate on the merits of a particular lawsuit. But
13 I have seen suggestions of lawsuits or lawsuits
14 involving people who were potentially of concern.
15 And -- and so, you know, that's what was -- was
16 something that made me want to take a look.

17 MR. BRIODY: Q. Now, Uber is involved in
18 litigations brought by Uber drivers from time to time;
19 right?

20 A I don't -- I don't know for certain, but I
21 would -- I think so.

22 Q Have you commissioned investigations or
23 diligence similar to the -- what you requested of
24 Mr. Henley here for drivers that are in litigation
25 against Uber?